

Pryor & Mandelup, L.L.P.  
Attorneys for Robert L. Pryor, Trustee  
J. Logan Rappaport, Esq.  
675 Old Country Road  
Westbury, New York 11590  
(516) 997-0999  
[lr@prvormandelup.com](mailto:lr@prvormandelup.com)

Hearing Date: February 14, 2018 at 9:30 a.m.  
Objection Date: February 7, 2018 at 4:00 p.m.

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF NEW YORK

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*In re*

Chapter 7

COCO FOODS, INC.,

Case No.: 8-17-76177-REG

Debtor.

**NOTICE OF MOTION**

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**PLEASE TAKE NOTICE**, that on February 14, 2018 at 9:30 a.m. (the “Hearing Date”) or as soon thereafter as counsel may be heard, a hearing will be held before the Hon. Robert E. Grossman, at the United States Bankruptcy Court for the Eastern District of New York, 290 Federal Plaza, Central Islip, New York, 11722-9013, Room 860, to consider the annexed motion, dated January 15, 2018 (the “Motion”) of Robert L. Pryor, Esq. the Chapter 7 trustee (the “Trustee”) of the bankruptcy estate (“Estate”) of the above-captioned debtor, Coco Foods, Inc. (the “Debtor”), by his attorneys, Pryor & Mandelup, L.L.P., seeking entry of:

(a) an order (the “Sale Procedures Order”), pursuant to 11 U.S.C. §§ 105(a), 363(b)(1), 363(d), 363(f), and Rule 6004 of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rules”), E.D.N.Y. LBR 6004-1, and Administrative Order No. 557 of the Board of Judges for the United States Bankruptcy Court for the Eastern District of New York: (i) authorizing the Trustee to sell any and/or all of the assets of Debtor, whether as a turnkey operation or otherwise, (the “Property”), at a public auction sale (the “Auction”) to the bidder offering the highest and best bid (the “Successful Bidder”), “as is”, “where is”, “with all faults”, without any representations, covenants, guaranties or warranties of any kind or nature whatsoever, and subject to all liens, claims, encumbrances, and interests (collectively, “Liens” and each a “Lien”) with such Liens, if any, to attach to the proceeds of

sale net of closing expenses and other expenses of sale, inclusive of auctioneer commissions and expenses in such amounts as determined by final order of this Court (the “Net Proceeds”), with the same extent, validity, and priority as they exist on the date of the closing of the sale; (ii) approving the Terms and Conditions of Sale for the sale of the Property (the “Sale Terms”); (iii) establishing bidding and other procedures for the Auction sale of the Real Property by the Trustee’s duly retained auctioneer (the “Auctioneer”); and,

(b) after entry of the Sale Procedures Order and after the Auction sale, an order (the “Sale Order”): (i) designating the highest and best offeror for the Property at the Auction (the “Successful Bidder”) and the next highest and best offeror (the “Back-Up Bidder”); (ii) approving the Trustee’s sale of the Property to the Successful Bidder or, if appropriate, the Back-Up Bidder or such other bidder; (iii) providing certain purchaser protections, (iv) waiving the fourteen (14) day stay imposed by Bankruptcy Rules 6004(h) and 6006(d); and, (v) pursuant to 11 U.S.C. §§ 365(a) and (f), providing for the assumption and assignment to the Successful Bidder, or, if appropriate, the Back-Up Bidder or such other bidder of Debtor’s rights and interest in and to its leasehold interest, whether purchased as a turnkey operation or independently; and,

(c) granting such other and further relief as the Court deems just and proper.

**PLEASE TAKE FURTHER NOTICE**, that, pursuant to E.D.N.Y. LBR 9006-1(a), any objection or response (the “Objections”) to the Motion must be made in writing, state the standing of objectant, state with particularity the grounds for the objection, shall conform to the Federal Rules of Bankruptcy Procedure and Local Rules of the Bankruptcy Court for the Eastern District of New York, and shall file with the Bankruptcy Court electronically in accordance with General Order 559 (General Order 559 and the User’s Manual for the Electronic Case Filing System can be found at [www.nyeb.uscourts.gov](http://www.nyeb.uscourts.gov), the official Web-site of the Bankruptcy Court), by registered users of the Bankruptcy Court’s case filing system and, by all other parties in interest, on a 3.5 inch disk,

preferably in Portable Document Format (PDF), Microsoft Word or any other Windows-based word-processing format (with a hard-copy delivered directly to the Chambers of Hon. Louis A. Scarcella at the above address), and must be served in accordance with General Order 559 upon Pryor & Mandelup, L.L.P., attorneys for the Trustee, 675 Old Country Road, Westbury, NY 11590, Attn: J. Logan Rappaport on or before 4:00 p.m. on February 7, 2018 ("Objection Date").

**PLEASE TAKE FURTHER NOTICE**, that if no objections are received by the Objection Deadline, the relief requested in the Motion may be granted at the hearing.

**PLEASE TAKE FURTHER NOTICE**, that copies of the Motion may be obtained on the Court's website (<http://www.ecf.nysb.uscourts.gov>), at the Office of the Clerk of the Court or by contacting the undersigned counsel for Movant.

**PLEASE TAKE FURTHER NOTICE**, that the Hearing may be adjourned from time to time without further notice, other than the announcement of such adjournment in open court or by posting of such adjourned date on the Court's calendar on the aforementioned date.

Dated: Westbury, New York  
January 18, 2018

PRYOR & MANDELUP, L.L.P.  
Attorneys for Robert L. Pryor, Trustee

By: /s/J. Logan Rappaport  
J. Logan Rappaport  
675 Old Country Road  
Westbury, New York 11590  
(516) 997-0999  
[lr@pryormandelup.com](mailto:lr@pryormandelup.com)

TO: Debtor's Counsel  
All Creditors  
All Parties having filed Notices of Appearance  
All Holders of Liens  
Office of the United States Trustee  
Debtor's landlord and its counsel, if known